

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. GRACE & CO., et al.,¹) Case No. 01-1139 (KJC)
) Jointly Administered
Reorganized Debtors.) Objection Date: April 18, 2014 at 4:00 p.m.
) Hearing Date: [To Be Determined]
)

**QUARTERLY APPLICATION OF
BMC GROUP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS
CLAIMS RECONCILIATION AND SOLICITATION CONSULTANT
TO THE REORGANIZED DEBTORS FOR THE FIFTY-FIRST QUARTERLY
INTERIM PERIOD (OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013)**

| | |
|--|---|
| Name of Applicant: | BMC Group ("BMC") |
| Authorized to Provide Professional Services to: | The above-captioned Reorganized Debtors |
| Date of Retention: | Retention Order entered May 8, 2002; effective as of April 4, 2002 |
| Period for which Compensation and Reimbursement is Sought: | October 1, 2013 through December 31, 2013 |
| Amount of Compensation Sought as Actual*, Reasonable and Necessary: | \$ 140,822.50 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: | \$ 10,354.42 |

¹ The Reorganized Debtors comprise the following 17 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

This is a: Monthly Application Quarterly Application Final Application

The total time expended for preparation of this fee application is approximately 25.0 hours and the corresponding compensation requested is approximately \$5,250.00²

This Quarterly Application filed by BMC is for the 51st Quarterly Interim Period.

PRIOR APPLICATIONS

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|----------------------|----------------|--------------------|---------------|-------------------|
| 3/4/2003 | N/A | 4/4/2002-4/30/2002 | \$18,913.50 | \$1,420.00 | \$15,130.80 | \$1,420.00 |
| 3/4/2003 | N/A | 5/1/2002-5/31/2002 | \$46,559.00 | \$2,781.83 | \$37,247.20 | \$2,781.83 |
| 3/4/2003 | N/A | 6/1/2002-6/30/2002 | \$42,162.00 | \$3,538.24 | \$33,729.60 | \$3,538.24 |
| 3/4/2003 | N/A | 5th Quarterly 2002 | \$107,634.50 | \$7,740.07 | \$86,107.60 | \$7,740.07 |
| 3/4/2003 | N/A | 7/1/2002-7/31/2002 | \$48,181.75 | \$10,701.48 | \$38,545.40 | \$10,701.48 |
| 3/4/2003 | N/A | 8/1/2002-8/31/2002 | \$48,729.50 | \$1,891.32 | \$38,983.60 | \$1,891.32 |
| 3/4/2003 | N/A | 9/1/2002-9/30/2002 | \$55,850.00 | \$2,743.43 | \$44,680.00 | \$2,743.43 |
| 3/4/2003 | N/A | 6th Quarterly 2002 | \$152,761.25 | \$15,336.23 | \$122,209.00 | \$15,336.23 |
| 3/4/2003 | N/A | 10/1/2002-10/31/2002 | \$95,621.50 | \$3,384.85 | \$76,497.20 | \$3,384.85 |
| 3/4/2003 | N/A | 11/1/2002-11/30/2002 | \$49,215.25 | \$2,658.68 | \$39,372.20 | \$2,658.68 |
| 3/4/2003 | N/A | 12/1/2002-12/31/2002 | \$46,683.00 | \$850.00 | \$37,346.40 | \$850.00 |
| 3/4/2003 | N/A | 7th Quarterly 2002 | \$191,519.75 | \$6,893.53 | \$153,215.80 | \$6,893.53 |
| 5/15/2003 | 10 | 1/1/2003-1/31/2003 | \$74,318.00 | \$1,229.90 | \$59,454.40 | \$1,229.90 |
| 5/15/2003 | 11 | 2/1/2003-2/28/2003 | \$82,610.00 | \$4,837.69 | \$66,088.00 | \$4,837.69 |
| 5/15/2003 | 12 | 3/1/2003-3/31/2003 | \$72,572.25 | \$3,860.72 | \$58,057.80 | \$3,860.72 |
| 5/15/2003 | 8 Q | 8th Quarterly 2003 | \$229,500.25 | \$9,928.31 | \$183,600.20 | \$9,928.31 |
| 9/23/2003 | 13 | 4/1/2003-4/30/2003 | \$117,598.00 | \$2,132.50 | \$94,078.40 | \$2,132.50 |
| 9/23/2003 | 14 | 5/1/2003-5/31/2003 | \$140,988.00 | \$4,689.22 | \$112,790.40 | \$4,689.22 |
| 9/23/2003 | 15 | 6/1/2003-6/30/2003 | \$95,449.00 | \$8,234.67 | \$76,359.20 | \$8,234.67 |
| 9/23/2003 | 9 Q | 9th Quarterly 2003 | \$354,035.00 | \$15,480.10 | \$283,228.00 | \$15,480.10 |
| 2/18/2004 | 16 | 7/1/2003-7/31/2003 | \$90,293.50 | \$9,851.36 | \$90,293.50 | \$9,851.36 |
| 2/18/2004 | 17 | 8/1/2003-8/31/2003 | \$88,262.50 | \$2,515.87 | \$88,262.50 | \$2,515.87 |
| 2/18/2004 | 18 | 9/1/2003-9/30/2003 | \$82,370.00 | \$16,341.34 | \$82,370.00 | \$16,341.34 |
| 2/25/2004 | 10 Q | 10th Quarterly 2003 | \$260,926.00 | \$28,708.57 | \$260,926.00 | \$28,708.57 |
| 4/13/2004 | 19 | 10/1/2003-10/31/2003 | \$86,187.00 | \$1,861.76 | \$86,187.00 | \$1,861.76 |
| 4/13/2004 | 20 | 11/1/2003-11/30/2003 | \$69,321.00 | \$1,330.52 | \$69,321.00 | \$1,330.52 |
| 4/13/2004 | 21 | 12/1/2003-12/31/2003 | \$62,679.00 | \$2,627.14 | \$62,679.00 | \$2,627.14 |
| 4/13/2004 | 11 Q | 11th Quarterly 2003 | \$218,187.00 | \$5,819.42 | \$218,187.00 | \$2,528.88 |
| 6/18/2004 | 22 | 1/1/2004-1/31/2004 | \$84,944.50 | \$1,327.94 | \$84,944.50 | \$1,327.94 |
| 6/18/2004 | 23 | 2/1/2004-2/29/2004 | \$42,147.00 | \$1,623.86 | \$42,147.00 | \$1,623.86 |
| 6/18/2004 | 24 | 3/1/2004-3/31/2004 | \$89,579.50 | \$1,403.99 | \$89,579.50 | \$1,403.99 |
| 6/18/2004 | 12 Q | 12th Quarterly 2004 | \$216,671.00 | \$4,355.79 | \$216,671.00 | \$4,355.79 |
| 11/3/2004 | 25 | 4/1/2004-4/30/2004 | \$76,264.50 | \$2,134.18 | \$76,264.50 | \$2,134.18 |
| 11/3/2004 | 26 | 5/1/2004-5/31/2004 | \$63,313.50 | \$2,330.43 | \$63,313.50 | \$2,330.43 |
| 11/3/2004 | 27 | 6/1/2004-6/30/2004 | \$58,641.50 | \$2,795.01 | \$58,641.50 | \$2,795.01 |
| 11/3/2004 | 13 Q | 13th Quarterly 2004 | \$198,219.50 | \$7,259.62 | \$198,219.50 | \$7,259.62 |

² The actual number of hours expended in preparing this fee application and the corresponding compensation requested will be set forth in BMC's subsequent fee applications.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|----------------|-------------------|
| 2/7/2005 | 28 | 7/1/2004 – 7/31/2004 | \$45,396.00 | \$2,558.91 | \$45,396.00 | \$2,558.91 |
| 2/7/2005 | 29 | 8/1/2004 – 8/31/2004 | \$60,094.50 | \$1,375.09 | \$60,094.50 | \$1,375.09 |
| 2/7/2005 | 30 | 9/1/2004 – 9/30/2004 | \$75,755.50 | \$1,251.65 | \$75,755.50 | \$1,251.65 |
| 2/7/2005 | 14Q | 14 th Quarterly 2004 | \$181,246.00 | \$5,185.65 | \$181,246.00 | \$5,185.65 |
| 4/8/2005 | 31 | 10/1/2004 – 10/31/2004 | \$59,922.00 | \$2,144.86 | \$59,922.00 | \$2,144.86 |
| 4/8/2005 | 32 | 11/1/2004 – 11/30/2004 | \$65,745.50 | \$28,337.71 | \$65,745.50 | \$28,337.71 |
| 4/8/2005 | 33 | 12/1/2004 – 12/31/2004 | \$62,692.00 | \$8,918.87 | \$62,692.00 | \$8,918.87 |
| 4/8/2005 | 15Q | 15 th Quarterly 2004 | \$188,359.50 | \$39,401.44 | \$188,359.50 | \$39,401.44 |
| 8/11/2005 | 34 | 1/1/2005 – 1/31/2005 | \$67,384.00 | \$2,530.41 | \$67,384.00 | \$2,530.41 |
| 8/11/2005 | 35 | 2/1/2005 – 2/28/2005 | \$56,206.00 | \$2,869.31 | \$56,206.00 | \$2,869.31 |
| 8/11/2005 | 36 | 3/1/2005 – 3/31/2005 | \$64,836.00 | \$1,666.16 | \$64,836.00 | \$1,666.16 |
| 8/11/2005 | 16Q | 16 th Quarterly 2005 | \$188,426.00 | \$7,065.88 | \$188,426.00 | \$7,065.00 |
| 10/31/2005 | 37 | 4/1/2005 – 4/30/2005 | \$88,685.50 | \$2,391.33 | \$88,685.50 | \$2,391.33 |
| 10/31/2005 | 38 | 5/1/2005 – 5/31/2005 | \$158,852.00 | \$4,552.49 | \$158,852.00 | \$4,552.49 |
| 10/31/2005 | 39 | 6/1/2005 – 6/30/2005 | \$232,914.00 | \$13,912.17 | \$232,914.00 | \$13,912.17 |
| 10/31/2005 | 17Q | 17 th Quarterly 2005 | \$480,451.50 | \$20,855.99 | \$480,451.50 | \$20,855.99 |
| 1/31/2006 | 40 | 7/1/2005 – 7/31/2005 | \$468,997.75 | \$17,359.91 | \$468,997.75 | \$17,359.91 |
| 1/31/2006 | 41 | 8/1/2005 – 8/31/2005 | \$684,403.00 | \$43,446.98 | \$684,403.00 | \$43,446.98 |
| 1/31/2006 | 42 | 9/1/2005 – 9/30/2005 | \$334,412.00 | \$34,731.14 | \$334,412.00 | \$34,731.14 |
| 2/1/2006 | 18Q | 18 th Quarterly 2005 | \$1,487,812.75 | \$95,538.03 | \$1,487,812.75 | \$95,538.03 |
| 4/20/2006 | 43 | 10/1/2005 – 10/31/2005 | \$126,175.50 | \$2,460.85 | \$126,175.50 | \$2,460.85 |
| 4/20/2006 | 44 | 11/1/2005 – 11/30/2005 | \$136,980.50 | \$2,010.10 | \$136,980.50 | \$2,010.10 |
| 4/20/2006 | 45 | 12/1/2005 – 12/31/2005 | \$54,700.50 | \$4,310.19 | \$54,700.50 | \$4,310.19 |
| 4/20/2006 | 19Q | 19 th Quarterly 2005 | \$301,963.67* | \$8,781.14 | \$301,963.67* | \$8,781.14 |
| 4/28/2006 | 46 | 1/1/2006 – 1/31/2006 | \$52,998.50 | \$2,322.75 | \$52,998.50 | \$2,322.75 |
| 7/17/2006 | 47 | 2/1/2006 – 2/28/2006 | \$64,309.50 | \$1,438.85 | \$64,309.50 | \$1,438.85 |
| 8/25/2006 | 48 | 3/1/2006 – 3/31/2006 | \$69,538.75 | \$2,732.97 | \$69,538.75 | \$2,732.97 |
| 8/25/2006 | 20Q | 20 th Quarterly 2006 | \$177,504.41* | \$6,494.57 | \$177,504.41* | \$6,494.57 |
| 11/21/2006 | 49 | 4/1/2006 – 4/30/2006 | \$64,523.00 | \$1,918.17 | \$64,523.00 | \$1,918.17 |
| 11/22/2006 | 50 | 5/1/2006 – 5/31/2006 | \$83,530.00 | \$2,413.38 | \$83,530.00 | \$2,413.38 |
| 11/22/2006 | 51 | 6/1/2006 – 6/30/2006 | \$42,762.00 | \$5,634.14 | \$42,762.00 | \$5,634.14 |
| 11/22/2006 | 21Q | 21 st Quarterly 2006 | \$181,274.25* | \$9,965.65 | \$181,274.25* | \$9,965.65 |
| 12/11/2006 | 52 | 7/1/2006 – 7/31/2006 | \$35,134.50 | \$41,219.71 | \$35,134.50 | \$41,219.71 |
| 12/21/2006 | 53 | 8/1/2006 – 8/31/2006 | \$76,583.00 | \$4,757.53 | \$76,583.00 | \$4,757.53 |
| 12/27/2006 | 54 | 9/1/2006 – 9/30/2006 | \$71,515.00 | \$24,065.05 | \$71,515.00 | \$24,065.05 |
| 12/27/2006 | 22Q | 22 nd Quarterly 2006 | \$174,070.88* | \$70,042.29 | \$174,070.88* | \$70,042.29 |
| 5/17/2007 | 55 | 10/1/2006 – 10/31/2006 | \$103,882.50 | \$72,054.63 | \$103,882.50 | \$72,054.63 |
| 5/21/2007 | 56 | 11/1/2006 – 11/30/2006 | \$74,836.00 | \$18,644.41 | \$74,836.00 | \$18,644.41 |
| 5/22/2007 | 57 | 12/1/2006 – 12/31/2006 | \$66,253.50 | \$24,335.71 | \$66,253.50 | \$24,335.71 |
| 5/22/2007 | 23Q | 23 rd Quarterly 2006 | \$232,723.40* | \$115,034.75 | \$232,723.40* | \$115,034.75 |
| 8/24/2007 | 58 | 1/1/2007 – 1/31/2007 | \$89,031.50 | \$13,162.75 | \$89,031.50 | \$13,162.75 |
| 8/24/2007 | 59 | 2/1/2007 – 2/28/2007 | \$136,258.25 | \$16,098.69 | \$136,258.25 | \$16,098.69 |
| 8/24/2007 | 60 | 3/1/2007 – 3/31/2007 | \$80,692.00 | \$1,746.97 | \$80,692.00 | \$1,746.97 |
| 8/24/2007 | 24Q | 24 th Quarterly 2007 | \$290,682.66* | \$31,008.41 | \$290,682.66* | \$31,008.41 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|---------------|-------------------|
| 11/9/2007 | 61 | 4/1/2007 – 4/30/2007 | \$49,298.00 | \$1,989.73 | \$49,298.00 | \$1,989.73 |
| 11/9/2007 | 62 | 5/1/2007 – 5/31/2007 | \$135,172.00 | \$2,067.20 | \$135,172.00 | \$2,067.20 |
| 11/9/2007 | 63 | 6/1/2007 – 6/30/2007 | \$58,687.50 | \$3,094.14 | \$58,687.50 | \$3,094.14 |
| 11/9/2007 | 25Q | 25 th Quarterly 2007 | \$234,642.73* | \$7,151.07 | \$234,642.73* | \$7,151.07 |
| 12/5/2007 | 64 | 7/1/2007 – 7/31/2007 | \$48,858.00 | \$2,166.14 | \$48,858.00 | \$2,166.14 |
| 12/7/2007 | 65 | 8/1/2007 – 8/31/2007 | \$66,679.00 | \$2,412.77 | \$66,679.00 | \$2,412.77 |
| 12/7/2007 | 66 | 9/1/2007 – 9/30/2007 | \$43,504.00 | \$3,307.71 | \$43,504.00 | \$3,307.71 |
| 12/11/2007 | 26Q | 26 th Quarterly 2007 | \$159,041.00 | \$7,886.62 | \$159,041.00 | \$7,886.62 |
| 1/7/2008 | 67 | 10/1/2007 – 10/31/2007 | \$48,179.00 | \$2,867.37 | \$48,179.00 | \$2,867.37 |
| 1/11/2008 | 68 | 11/1/2007 – 11/30/2007 | \$36,004.50 | \$2,273.21 | \$36,004.50 | \$2,273.21 |
| 2/1/2008 | 69 | 12/1/2007 – 12/31/2007 | \$27,285.00 | \$2,177.19 | \$27,285.00 | \$2,177.19 |
| 2/22/2008 | 27Q | 27 th Quarterly 2007 | \$111,468.50 | \$7,317.77 | \$111,468.50 | \$7,317.77 |
| 3/19/2008 | 70 | 1/1/2008 – 1/31/2008 | \$39,843.00 | \$2,370.71 | \$34,105.40 | \$2,370.71 |
| 5/12/2008 | 71 | 2/1/2008 – 2/29/2008 | \$27,323.50 | \$2,243.98 | \$18,520.00 | \$2,243.98 |
| 5/29/2008 | 72 | 3/1/2008 – 3/31/2008 | \$21,341.50 | \$2,718.61 | \$17,393.50 | \$2,718.61 |
| 5/29/2008 | 28Q | 28 th Quarterly 2008 | \$88,508.00 | \$7,333.30 | \$70,019.40 | \$7,333.30 |
| 10/28/2008 | 73 | 4/1/2008 – 4/30/2008 | \$33,293.50 | \$2,751.14 | \$33,293.50 | \$2,751.14 |
| 10/28/2008 | 74 | 5/1/2008 – 5/31/2008 | \$24,593.50 | \$2,093.58 | \$21,624.50 | \$2,093.58 |
| 10/28/2008 | 75 | 6/1/2008 – 6/30/2008 | \$35,613.50 | \$2,310.78 | \$35,613.50 | \$2,310.78 |
| 10/28/2008 | 29Q | 29 th Quarterly 2008 | \$93,500.50 | \$7,155.50 | \$90,531.50 | \$7,155.50 |
| 11/12/2008 | 76 | 7/1/2008 – 7/31/2008 | \$32,283.50 | \$4,543.30 | \$23,283.50 | \$4,303.28 |
| 1/16/2009 | 77 | 8/1/2008 – 8/31/2008 | \$53,516.00 | \$5,789.77 | \$53,516.00 | \$5,549.75 |
| 2/20/2009 | 78 | 9/1/2008 – 9/30/2008 | \$74,290.50 | \$4,590.21 | \$74,209.50 | \$4,350.19 |
| 2/20/2009 | 30Q | 30 th Quarterly 2008 | \$160,090.00 | \$14,923.28 | \$160,090.00 | \$14,203.22 |
| 5/4/2009 | 79 | 10/1/2008 – 10/31/2008 | \$64,656.50 | \$4,136.81 | \$60,406.62 | \$4,136.81 |
| 5/7/2009 | 80 | 11/1/2008 – 11/30/2008 | \$30,925.50 | \$2,121.21 | \$30,925.50 | \$2,121.21 |
| 5/22/2009 | 81 | 12/1/2008 – 12/31/2008 | \$29,946.50 | \$2,499.56 | \$29,946.50 | \$2,499.56 |
| 5/22/2009 | 31Q | 31 st Quarterly 2008 | \$125,528.50 | \$8,757.58 | \$121,278.62 | \$8,757.58 |
| 8/11/2009 | 82 | 1/1/2009 – 1/31/2009 | \$20,014.00 | \$2,067.70 | \$20,014.00 | \$2,067.70 |
| 8/18/2009 | 83 | 2/1/2009 – 2/28/2009 | \$32,578.00 | \$2,533.04 | \$32,578.00 | \$2,533.04 |
| 8/18/2009 | 84 | 3/1/2009 – 3/31/2009 | \$122,625.50 | \$4,318.32 | \$122,625.50 | \$4,318.32 |
| 8/18/2009 | 32Q | 32 nd Quarterly 2009 | \$175,217.50 | \$8,919.06 | \$175,217.50 | \$8,919.06 |
| 11/11/2009 | 85 | 4/1/2009 – 4/30/2009 | \$156,353.50 | \$80,862.01 | \$156,353.50 | \$80,862.01 |
| 11/11/2009 | 86 | 5/1/2009 – 5/31/2009 | \$292,613.50 | \$3,869.91 | \$292,613.50 | \$3,869.91 |
| 11/11/2009 | 87 | 6/1/2009 – 6/30/2009 | \$64,022.00 | \$2,172.69 | \$64,022.00 | \$2,172.69 |
| 11/11/2009 | 33Q | 33 rd Quarterly 2009 | \$512,989.00 | \$86,904.61 | \$512,989.00 | \$86,904.61 |
| 2/12/2010 | 88 | 7/1/2009 – 7/31/2009 | \$35,788.50 | \$2,306.85 | \$35,788.50 | \$2,206.85 |
| 2/12/2010 | 89 | 8/1/2009 – 8/31/2009 | \$28,279.50 | \$2,144.97 | \$27,917.68 | \$2,144.97 |
| 2/12/2010 | 90 | 9/1/2009 – 9/30/2009 | \$34,658.50 | \$2,443.21 | \$34,658.50 | \$2,371.14 |
| 2/12/2010 | 34Q | 34 th Quarterly 2009 | \$99,326.50 | \$6,915.03 | \$98,364.82 | \$6,722.96 |
| 5/3/2010 | 91 | 10/1/2009 – 10/31/2009 | \$28,138.00 | \$2,842.55 | \$28,138.00 | \$2,842.55 |
| 5/3/2010 | 92 | 11/1/2009 – 11/30/2009 | \$29,158.00 | \$20,122.68 | \$29,158.00 | \$20,122.68 |
| 5/3/2010 | 93 | 12/1/2009 – 12/31/2009 | \$12,573.50 | \$2,308.90 | \$12,573.50 | \$2,308.90 |
| 5/3/2010 | 35Q | 35 th Quarterly 2009 | \$69,869.50 | \$25,274.13 | \$69,869.50 | \$25,274.13 |

* Reflects BMC's voluntary courtesy discount of 5% from actual fees for the Nineteenth, Twentieth, Twenty First, Twenty-Second, Twenty-Third and Twenty-Fourth Quarterly Fee Periods and 3.5% from actual fees for the Twenty-Fifth Quarterly Fee Period.

PRIOR APPLICATIONS - continued

| Date Filed | App No. | Period Covered | Requested Fees | Requested Expenses | Approved Fees | Approved Expenses |
|------------|---------|---------------------------------|----------------|--------------------|---------------|-------------------|
| 8/9/2010 | 94 | 1/1/2010 – 1/31/2010 | \$14,171.00 | \$3,417.80 | \$14,171.00 | \$3,417.80 |
| 8/9/2010 | 95 | 2/1/2010 – 2/28/2010 | \$24,681.50 | \$2,237.64 | \$24,681.50 | \$2,237.64 |
| 8/9/2010 | 96 | 3/1/2010 – 3/31/2010 | **\$10,468.50 | **\$2,313.01 | **\$10,468.50 | **\$2,313.01 |
| 8/9/2010 | 36Q | 36 th Quarterly 2010 | **\$49,321.00 | **\$7,968.45 | **\$49,321.00 | **\$7,968.45 |
| 11/8/2010 | 97 | 4/1/2010 – 4/30/2010 | \$15,571.00 | \$2,825.72 | \$15,571.00 | \$2,825.72 |
| 11/8/2010 | 98 | 5/1/2010 – 5/31/2010 | \$48,396.00 | \$2,157.78 | \$48,396.00 | \$2,157.78 |
| 11/8/2010 | 99 | 6/1/2010 – 6/30/2010 | \$23,278.50 | \$2,154.70 | \$23,278.50 | \$2,154.70 |
| 11/8/2010 | 37Q | 37 th Quarterly 2010 | \$87,245.50 | \$7,138.20 | \$87,245.50 | \$7,138.20 |
| 2/22/2011 | 100 | 7/1/2010 – 7/31/2010 | \$15,875.50 | \$2,154.70 | \$15,875.50 | \$2,154.70 |
| 2/22/2011 | 101 | 8/1/2010 – 8/31/2010 | \$28,684.00 | \$2,727.70 | \$28,684.00 | \$2,727.70 |
| 2/22/2011 | 102 | 9/1/2010 – 9/30/2010 | \$15,215.50 | \$2,223.29 | \$15,215.50 | \$2,223.29 |
| 2/22/2011 | 38Q | 38 th Quarterly 2010 | \$59,775.00 | \$7,105.69 | \$59,775.00 | \$7,105.69 |
| 3/7/2011 | 103 | 10/1/2010 – 10/31/2010 | \$21,491.50 | \$2,184.53 | \$21,491.50 | \$2,184.53 |
| 3/7/2011 | 104 | 11/1/2010 – 11/30/2010 | \$17,798.50 | 42,231.47 | \$17,798.50 | \$2,231.47 |
| 3/7/2011 | 105 | 12/1/2010 – 12/31/2010 | \$10,459.50 | \$2,189.70 | \$10,459.50 | \$2,189.70 |
| 3/7/2011 | 39Q | 39 th Quarterly 2010 | \$49,749.50 | \$6,605.70 | \$49,749.50 | \$6,605.70 |
| 7/5/2011 | 106 | 1/1/2011 – 1/31/2011 | \$21,741.00 | \$2,228.55 | \$21,741.00 | \$2,228.55 |
| 7/5/2011 | 107 | 2/1/2011 – 2/28/2011 | \$32,520.50 | \$2,251.21 | \$32,520.50 | \$2,251.21 |
| 7/5/2011 | 108 | 3/1/2011 – 3/31/2011 | \$33,123.00 | \$2,248.48 | \$33,123.00 | \$2,248.48 |
| 7/5/2011 | 40Q | 40 th Quarterly 2011 | \$87,384.50 | \$6,728.24 | \$87,384.50 | \$6,728.24 |
| 10/21/2011 | 109 | 4/1/2011 – 4/30/2011 | \$29,846.00 | \$2,180.02 | \$29,846.00 | \$2,180.02 |
| 10/21/2011 | 110 | 5/1/2011 – 5/31/2011 | \$33,288.00 | \$2,180.02 | \$33,288.00 | \$2,180.02 |
| 10/21/2011 | 111 | 6/1/2011 – 6/30/2011 | \$22,472.50 | \$2,186.86 | \$22,472.50 | \$2,186.86 |
| 10/21/2011 | 41Q | 41 st Quarterly 2011 | \$85,606.50 | \$6,546.90 | \$85,606.50 | \$6,546.90 |
| 11/22/2011 | 112 | 7/1/2011 – 7/31/2011 | \$32,276.50 | \$2,175.62 | \$32,276.50 | \$2,175.62 |
| 11/22/2011 | 113 | 8/1/2011 – 8/31/2011 | \$44,732.00 | \$2,177.94 | \$44,732.00 | \$2,177.94 |
| 11/22/2011 | 114 | 9/1/2011 – 9/30/2011 | \$48,128.00 | \$2,182.58 | \$48,128.00 | \$2,182.58 |
| 11/22/2011 | 42Q | 42 nd Quarterly 2011 | \$125,136.50 | \$6,536.14 | \$125,136.50 | \$6,536.14 |
| 12/30/2011 | 115 | 10/1/2011 – 10/31/2011 | \$59,256.00 | \$7,725.14 | \$59,256.00 | \$7,725.14 |
| 12/30/2011 | 116 | 11/1/2011 – 11/30/2011 | \$25,612.00 | \$2,819.71 | \$25,612.00 | \$2,819.71 |
| 3/8/2012 | 117 | 12/1/2011 – 12/31/2011 | \$17,216.50 | \$2,390.88 | \$17,216.50 | \$2,390.88 |
| 3/8/2012 | 43Q | 43 rd Quarterly 2011 | \$102,084.50 | \$12,935.73 | \$102,084.50 | \$12,935.73 |
| 5/25/2012 | 118 | 1/1/2012 – 1/31/2012 | \$21,433.50 | \$2,088.17 | \$21,433.50 | \$2,088.17 |
| 5/25/2012 | 119 | 2/1/2012 – 2/29/2012 | \$43,173.50 | \$3,402.77 | \$43,131.50 | \$3,402.77 |
| 5/25/2012 | 120 | 3/1/2012 – 3/31/2012 | \$34,397.00 | \$2,600.67 | \$34,397.00 | \$2,600.67 |
| 5/29/2012 | 44Q | 44 th Quarterly 2012 | \$99,004.00 | \$8,091.61 | \$98,962.00 | \$8,091.61 |
| 5/29/2012 | 121 | 4/1/2012 – 4/30/2012 | \$45,051.00 | \$21,165.44 | \$45,051.00 | \$21,165.44 |
| 8/31/2012 | 122 | 5/1/2012 – 5/31/2012 | \$40,770.00 | \$1,778.47 | \$40,770.00 | \$1,778.47 |
| 8/31/2012 | 123 | 6/1/2012 – 6/30/2012 | \$30,633.00 | \$1,684.65 | \$30,633.00 | \$1,684.65 |
| 8/31/2012 | 45Q | 45 th Quarterly 2012 | \$116,454.00 | \$24,628.56 | \$116,454.00 | \$24,628.56 |
| 11/2/2012 | 124 | 7/1/2012 – 7/31/2012 | \$38,639.00 | \$1,691.20 | \$38,639.00 | \$1,691.20 |
| 11/2/2012 | 125 | 8/1/2012 – 8/31/2012 | \$44,167.50 | \$1,539.90 | \$44,167.50 | \$1,539.90 |
| 11/2/2012 | 126 | 9/1/2012 – 9/30/2012 | \$42,835.00 | \$2,350.86 | \$42,835.00 | \$2,350.86 |
| 11/2/2012 | 46Q | 46 th Quarterly 2012 | \$125,641.50 | \$5,581.96 | \$125,641.50 | \$5,581.96 |

** Reflects BMC's voluntary credit from actual fees and costs for March 2010 related to the fees and costs associated with the corrected mailing of a limited number of Omni 28 Notices to affected parties.

PRIOR APPLICATIONS - continued

[Continued on next page]

BIOGRAPHICAL INFORMATION

| Name of Professional Person | Position with Applicant, Number of Years in Position, Prior Relevant Experience, Licenses and Year Obtained, Area of Expertise | Hourly Billing Rate (Including Changes) | Total Hours Billed | Total Compensation |
|-----------------------------|--|---|--------------------|--------------------|
| Martha Araki | Senior Bankruptcy Consultant, 1999; twenty-five years experience in bankruptcy and other legal practice areas | \$210.00 | 433.0 | \$90,930.00 |
| Mike Booth | Claims Reconciliation Manager, 2002; four years prior bankruptcy experience | \$165.00 | 9.7 | \$1,600.50 |
| Mireya Carranza | Case Support Clerk, 2003 | \$45.00 | 3.4 | \$153.00 |
| Debra Choulock | Case Support Clerk, 2007 | \$45.00 | 2.5 | \$112.50 |
| Steffanie Cohen | Reconciliation Consultant, 2002; two years prior bankruptcy experience | \$110.00 | 30.6 | \$3,366.00 |
| Barbara Colby | Case Support Clerk, 2007 | \$55.00 | 0.2 | \$11.00 |
| Jacqueline Conklin | Data Analyst, 2001 | \$95.00 | 2.4 | \$228.00 |
| Reynante dela Cruz | Case Analyst, 2005 | \$95.00 | 1.5 | \$142.50 |
| Ellen Dors | Reconciliation Consultant, 2003; prior bankruptcy experience with former employer during two bankruptcy cases | \$110.00 | 0.4 | \$44.00 |
| Maristar Go | Case Analyst, 2004; two years prior legal industry experience | \$95.00 | 13.6 | \$1,292.00 |
| Myrtle John | Director, 2001; thirty-five years experience in bankruptcy and other legal practice areas | \$195.00 | 115.0 | \$22,425.00 |
| Erin Kramer | Case Support Clerk, 2007 | \$65.00 | 3.0 | \$195.00 |
| Gunther Kruse | Data Consultant, 2002; eight years prior experience in IT industry as database administrator and network manager | \$150.00 | 116.2 | \$17,430.00 |
| Terri Marshall | Senior Consultant, 2002; four years prior bankruptcy experience | \$185.00 | 2.4 | \$444.00 |
| Kevin Martin | Consultant, 2002; six years prior experience in financial services; two years prior experience in mergers/acquisitions | \$135.00 | 0.6 | \$81.00 |
| James Myers | Case Support Clerk, 2001 | \$65.00 | 3.0 | \$195.00 |
| Vincent Nacorda | Case Analyst, 2007 | \$75.00 | 1.1 | \$82.50 |
| Steven Ordaz | Consultant, 2006 | \$110.00 | 0.3 | \$33.00 |
| Shirley Pzynski | Case Support Clerk, 2007 | \$45.00 | 11.0 | \$495.00 |
| Noreve Roa | Case Analyst, 2004; two years prior legal industry experience | \$95.00 | 9.1 | \$864.50 |
| Airgelou Romero | Case Analyst, 2004; three years prior legal industry experience | \$95.00 | 6.4 | \$608.00 |
| Lucina Solis | Case Support Clerk, 2003 | \$45.00 | 0.5 | \$22.50 |
| Mabel Soto | Case Support Clerk, 2003 | \$45.00 | 1.5 | \$67.50 |

| | | |
|----------------------|----------------------------------|---------------------|
| Grand Total: | Actual Fees: \$140,822.50 | Hours: 767.4 |
| Blended Rate: | \$183.51 | |

COMPENSATION BY PROJECT CATEGORY

| Project Category | Total Hours | Total Actual Fees |
|------------------------------|--------------------|--------------------------|
| Asbestos Claims | 25.7 | \$5,190.00 |
| Asbestos PI Claims | 2.3 | \$483.00 |
| Case Administration | 150.6 | \$23,905.50 |
| Data Analysis | 142.9 | \$20,097.50 |
| Distribution | 165.2 | \$33,814.50 |
| Fee Applications – Applicant | 23.1 | \$4,834.50 |
| Non-Asbestos Claims | 257.0 | \$52,416.50 |
| Plan & Disclosure Statement | 0.6 | \$81.00 |
| Travel – Non Working | 0.0 | \$0.00 |
| Actual Total | 767.4 | \$140,822.50 |

EXPENSE SUMMARY

| Expense Category | Service Provider (If Applicable) | Total Expenses |
|-------------------------|---|-----------------------|
| b-Linx User Fee | BMC | \$1,050.00 |
| b-Linx/Data Storage | BMC | \$2,550.00 |
| Document Storage | BMC | \$269.70 |
| Website Hosting | BMC | \$750.00 |
| Pacer | US Courts | \$253.80 |
| | | |
| Total | | \$4,873.50 |

PRODUCTION EXPENSE SUMMARY

| Date of Mailing | Service Provider (If Applicable) | Total Expenses |
|---------------------|----------------------------------|-------------------|
| October 2013 | BMC (1 mailing) | \$0.92 |
| November 2013 | BMC (3 mailings) | \$5,391.89 |
| December 2013 | BMC (3 mailings) | \$88.11 |
| | | |
| | | |
| | | |
| | | |
| Actual Total | | \$5,480.92 |

WHEREFORE, BMC respectfully requests:

- (a) that an allowance be made to it in the aggregate of \$151,176.92 comprised of:
 - (i) \$140,822.50 in fees for services rendered by BMC to the Reorganized Debtors for reasonable and necessary professional services during the Fifty-First Quarterly Fee Period, October 1, 2013 through December 31, 2013;
 - (ii) \$10,354.42 for reimbursement of actual and necessary costs and expenses incurred by BMC during the Fifty-First Quarterly Fee Period, October 1, 2013 through December 31, 2013; and

- (b) that both the fees and expenses are payable as an administrative expense of the Reorganized Debtors' estates; and
- (c) for such other and further relief as the Court deems just and proper.

Dated: March 28, 2014

BMC GROUP

By: /s/ Myrtle H. John

MYRTLE H. JOHN
600 1st Avenue, Suite 300
Seattle, Washington 98104
Telephone: (206) 516-3300
Telecopier: (206) 516-3304

Claims Reconciliation and Solicitation
Consultant to the Reorganized Debtors

VERIFICATION

MYRTLE H. JOHN, after being duly sworn, deposes and says:

1. I am employed by Applicant, BMC Group (“BMC”), the Claims Reconciliation and Solicitation Consultant to the reorganized debtors herein (the “Reorganized Debtors”). I am a Director of BMC, and I have personal knowledge of the matters set forth herein.
2. I have personally reviewed the consulting services rendered by BMC as Claims Reconciliation and Solicitation Consultant to the Reorganized Debtors and am thoroughly familiar with the other work performed on behalf of the Reorganized Debtors by other consultants and employees of BMC.
3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Annexed hereto are the following Exhibits: **Exhibit 1** – Consolidated Fee Invoice for the Fifty-First Quarter comprised of a detail of time expended and Professional Activity Summary; and **Exhibit 2** – Monthly Expense Invoices for the Fifty-First Quarter comprised of (i) an Expense Invoice and Detail for each month and (ii) a Production Invoice and Detail (if applicable). Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware and the ‘Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members,’ signed April 17, 2002, and submit that the Application herein substantially complies with such Rules and Order.

DATED: March 28, 2014

/s/ Myrtle H. John

MYRTLE H. JOHN